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EXECUTIVE SECRETARY

June 12, 2000

Via Hand-Delivery

Mr. K. David Waddell
Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37219

Re: Application of Memphis Networx, LLC for a Certificate of Public Convenience and Necessity to Provide Intrastate Telecommunication Services and Joint Petition of Memphis Light Gas & Water Division, a Division of the City of Memphis, Tennessee ("MLGW") and A&L Networks-Tennessee, LLC ("A&L") for Approval for Agreement Between MLGW and A&L regarding Joint Ownership of Memphis Networx, LLC; Docket No. 99-00909

Dear Mr. Waddell:

This letter comes to inform you that Memphis Networx, LLC ("Applicant") and MLGW and A&L (the "Joint Petitioners") hereby withdraw the Amendment to the above referenced Application which was filed on May 5, 2000 in this proceeding. In addition, the Applicant and Joint Petitioners, and the interveners that are parties thereto, withdraw the settlement agreement entitled "Amended Application of Memphis Networx, LLC" which was filed with the TRA on May 2, 2000. As a result of these actions, the Applicant and Joint Petitioners, wish to proceed on the original Application filed on November 24, 1999 and supplemented on January 11, 2000. The Explanation of the settlement agreement filed on May 5, 2000 is therefore moot and withdrawn. In addition, to the extent the Applicant's and Joint Petitioners' responses to the staff data request filed May 11, 2000, relate to the Amendment to the Application (i.e., questions 1 through 10), such responses are moot, except for the response to question 3.

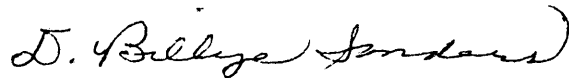
The other testimony that has been pre-filed by the Applicant and Joint Petitioners in this proceeding is not affected by the withdrawal of the Amendment to the Application.

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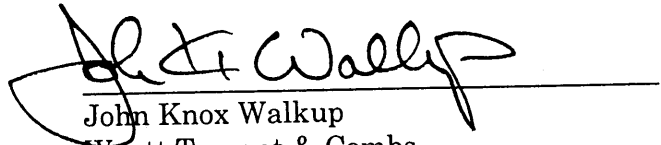
K. David Waddell
June 12, 2000
Page 2

In keeping with their desire to expedite the hearing of this matter, Applicant and Joint Petitioners renew their motion to set a hearing date which was filed on May 12, 2000 and move to close discovery pursuant to the enclosed Motion.

Sincerely,



D. Billye Sanders
Attorney for MLGW and Memphis
Networx, LLC.



John Knox Walkup
Wyatt Tarrant & Combs
Attorney for A&L Networks-Tennessee,
LLC and Memphis Networx, LLC

DBS:pll
w/Enclosure

cc: Parties of Record
J. Maxwell Williams, Esq.
Ward Huddleston
Richard Collier, Esq.

**BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

REC'D TN
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'00 JUN 12 PM
OFFICE OF TI
EXECUTIVE SEC

IN RE:

APPLICATION OF MEMPHIS NETWORKX, LLC)
FOR A CERTIFICATE OF PUBLIC CONVENIENCE)
AND NECESSITY TO PROVIDE INTRASTATE)
TELECOMMUNICATION SERVICES AND JOINT)
PETITION OF MEMPHIS LIGHT, GAS & WATER)
DIVISION, A DIVISION OF THE CITY OF)
MEMPHIS, TENNESSEE ("MLGW") AND A&L)
NETWORKS-TENNESSEE, LLC ("A&L") FOR)
APPROVAL OF AGREEMENT BETWEEN MLGW)
AND A&L REGARDING JOINT OWNERSHIP OF)
MEMPHIS NETWORKX, LLC)

DOCKET NO. 99-00909

MOTION TO SET HEARING AND TO CLOSE DISCOVERY

COME NOW, Applicant, Memphis Networkx, LLC and Joint Petitioners, Memphis Light, Gas & Water Division and A&L Networks-Tennessee, LLC and renew their motion to set hearing which was filed on May 12, 2000. In support of their motion, the Applicant and Joint Petitioners state the following:

1. By letter to the Executive Secretary of even date herewith, the Applicant has withdrawn the Amendment to the Application which was filed on May 5, 2000 and the settlement agreement entitled "Amended Application of Memphis Networkx, LLC" which was filed on May 2, 2000 has also been withdrawn. In light of such developments, the original Application which was filed November 24, 1999 and supplemented on January 11, 2000 is again before the Tennessee Regulatory Authority for consideration.

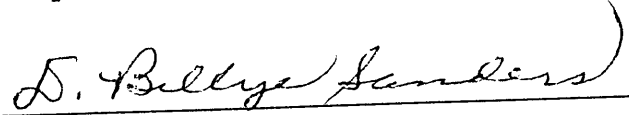
2. Applicant and Joint Petitioners move that discovery be closed. The Applicant and Joint Petitioners have responded to 58 data requests from the Tennessee Cable Telecommunications Association, 18 data requests from NEXTLINK, three sets of data requests from the staff, the latest including 42 questions (excluding the 10 questions relating to the Amendment to the Application which has been withdrawn), five of the witnesses of the Applicant and Joint Petitioners have been deposed, numerous documents have been produced in response to subpoenas relating to those depositions and thousands of documents have been produced outside this proceeding through public records requests to MLGW. Since the hearing scheduled on May 2, the International Brotherhood of Electrical Workers, Local 1288 (IBEW) and the Consumer Advocate have filed testimony and Applicant and Joint Petitioners have filed rebuttal testimony in response to same.

This matter is ready to be set for hearing.

Wherefore, Applicant and Joint Petitioners renew their Motion to set a hearing and respectfully pray that:

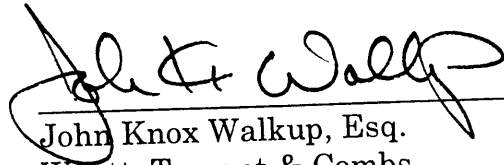
- 1) this matter be set for hearing as soon as possible; and
- 2) discovery be closed.

Respectfully submitted,



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Attorney for MLGW and
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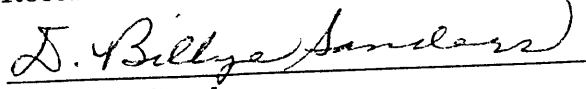


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Attorney for A&L and
Memphis Networx, LLC

CERTIFICATE OF SERVICE

I, D. Billye Sanders, hereby certify that on this 12th day of June, 2000, a true and correct copy of the foregoing was delivered by hand delivery, facsimile or U.S. Mail postage pre-paid to the Counsel of Record listed below.


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